

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080  
Telephone (312) 845-3000  
Facsimile (312) 701-2361  
chapman.com

San Francisco  
595 Market Street  
San Francisco, California 94105  
(415) 541-0500

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

August 3, 2004

RECORDATION NO. 25111 FILED

AUG 3 '04

1-35 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company  
Leveraged Lease Financing  
BNSF 2004-E

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of the Equipment Lease Agreement (BNSF 2004-E), dated as of August 2, 2004, between CFT Investments 3 LLC, as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are as follows:

Lessee:	The Burlington Northern and Santa Fe Railway Company 2500 Lou Menk Drive Fort Worth, Texas 76131-2828
Lessor:	CFT Investments 3 LLC c/o GE Transportation Finance, Inc. Aviation House Shannon, Co. Clare Ireland Attention: Operations Manager - Transportation

The equipment covered as of the date hereof by the aforesaid Memorandum of Equipment Lease Agreement consists of 75 Dash 9-44 CW Diesel Electric Locomotives bearing the reporting marks within the series BNSF 5073 through BNSF 5147, inclusive, all as specifically described in Exhibit A attached hereto.

1728147.01.04.B  
1586684

CHAPMAN AND CUTLER LLP

A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement (BNSF 2004-E) between CFT Investments 3 LLC, as Lessor, and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3724).

Sincerely,

CHAPMAN AND CUTLER LLP

By Shawn Leist  
Shawn Leist

MSL:jt  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER LLP

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	75	BNSF 5073 - BNSF 5147, inclusive

RECORDATION NO. 25111 FILED

AUG 3 '04

1-35 PM

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2004-E)

SURFACE TRANSPORTATION BOARD

Memorandum of Equipment Lease Agreement, made and entered into as of August 4, 2004, by and between CFT Investments 3 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

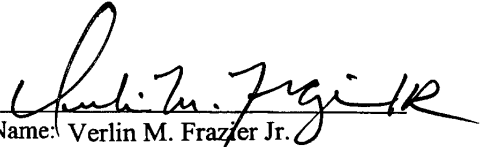
WITNESSETH:

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-E), dated as of August 2, 2004 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

CFT INVESTMENTS 3 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By   
Name: Verlin M. Frazier Jr.  
Title: Attorney-in-fact

Executed on this 3rd day of August, 2004.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this \_\_\_\_ day of August, 2004.

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT  
(BNSF 2004-E)**

Memorandum of Equipment Lease Agreement, made and entered into as of August 4, 2004, by and between CFT Investments 3 LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2004-E), dated as of August 2, 2004 (the "*Lease Agreement*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.


CFT INVESTMENTS 3 LLC

By: GENERAL ELECTRIC CAPITAL SERVICES,  
INC., its Member

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of August, 2004.

THE BURLINGTON NORTHERN AND SANTA FE  
RAILWAY COMPANY

By  \_\_\_\_\_  
Name: L. Steven Vollmer  
Title: General Director-Finance

Executed on this 31 day of August, 2004.

STATE OF Illinois            )  
                                      )    SS.:  
COUNTY OF COOK            )

On this, the 3rd day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared Verlin M. Frazier Jr., who being by me duly sworn, says that he is an Attorney-in-fact of GENERAL ELECTRIC CAPITAL SERVICES, INC., the member of CFT INVESTMENTS 3 LLC, that said instrument was signed on August 3, 2004 on behalf of said company by authority of said company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Michelle Kallick  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: 8.27.05  
Residing in \_\_\_\_\_

STATE OF TEXAS            )  
                                      )    SS:  
COUNTY OF TARRANT        )

On this \_\_\_\_ day of August, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on August \_\_\_\_, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public –  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of August, 2004, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of CFT INVESTMENTS 3 LLC, that said instrument was signed on August \_\_\_, 2004 on behalf of said company by authority of its member, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS:  
COUNTY OF TARRANT )

On this 3rd day of August, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on August 3, 2004, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Joyce K. Malmgren  
Name: JOYCE K. MALMGREN  
Notary Public -  
My Commission Expires: 10-04-2004  
Residing in Fort Worth, TX

(SEAL)



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Dash 9-44 CW Diesel Electric Locomotives	75	BNSF 5073 - BNSF 5147, inclusive